UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

130	491	17

OMB Number: 3235-0076	
Expires: May 31, 2005	
Estimated average burden	

hours per form.....1

OMB APPROVAL

SEC US	E ONLY
Prefix	Serial
DATE RE	CCEIVED

Name of Offering (check if this is an	amendment and name has changed, an	nd indicate change)					
Name of Offering (check if this is an amendment and name has changed, and indicate change.) Loan Facility – sale and issuance of Warrants to purchase Series B Preferred Stock, Series B Preferred Stock issuable upon exercise of Warrants and							
Common Stock issuable upon conversi		ŕ		- ax	100		
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	🗷 Rule 506	- Section	(6) DALOE		
Type of Filing:	X	New Filing		☐ \Ámendmen	'- " \ \ (\frac{1}{2}\)		
	A. BASIC ID	ENTIFICATION D	ATA	12 CE			
1. Enter the information requested abo	out the issuer			L'I	8 20.		
Name of Issuer (check if this is an an	nendment and name has changed, and	indicate change.)		O	-905		
Allux Medical, Inc.	<u> </u>			\c\<\\	3		
Address of Executive Offices	(Number and Street, C	City, State, Zip Code)	Telephone Num	ber (Including Area	e Gerilli		
1430 O'Brien Drive, Suite F, Menlo P	1430 O'Brien Drive, Suite F, Menlo Park, CA 94025 650-473-9407						
Address of Principal Business Operation (if different from Executive Offices)	s (Number and Street, City, State, Zip	Code)	Telephone Num	ber (Including Area	a Code)		
Same as Executive Offices		\mathcal{O}	Same as above				
Brief Description of Business Medical device manufacturer.		/ PRO	CESSED				
Type of Business Organization		@FB	0 0 DOOS				
	☐ limited partnership, already forr	ned SEF	, I d Tana	☐ other (please	specify):		
☐ business trust	☐ limited partnership, to be forme	d TY(OMSON				
Actual or Estimated Date of Incorporation		Month FIN	Year CIAL 2004				
	-			■ Actual	☐ Estimated		
Jurisdiction of Incorporation or Organiza	tion: (Enter two-letter U.S. Postal CN for Canada; FN for other		for State:		DE		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Full Name (Last name first, if individual) Besimes or Residence Adules (Number and Street, City, State, Zp Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State F, Menlo Park, CA 94025 Check Boxes Premoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Gerinary, M.D., Michael Sussines or Residence Address (Number and Street, City, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Allax Medical, Inc., 1430 O'Brien Drive, State, Zip Code) ob Promoter General and/or Managing Partner Full Name (Last name first, if individual) Prospect Venture Partners, 435 Taxos Street, State 200, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Prospect Venture Partners, 435 Taxos Street, State 200, Palo Alto, CA 94301 Check Boxes Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Prospect Venture Partners, 435 Taxos Street, State 200, Palo Alto, CA 94028 Business or Residence Address (Number and Street, City, State, Zip Code) ob Tree Arch Partners, 2000 Alpine Road, Fortola Valley, CA 94028 Business or Residence Address (Number and Street, City, State, Zip Code) ob Varnork Associates, 2404 Sand Hill Road, Suite 200, Menlo Park, CA 94028 Business or Residence Address (Number and Street, City, State, Zip	Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner				
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that Apply: Full Name (Last name first, if individual) Berezin, Laura A.				Y 10112						
Berezin, Laura A.		☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director					
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			Square, 3000 El Camino Real.	Palo Alto, CA 94306						

				В	INFORM	ATION AB	OUT OFFE	RING				
1. H	as the issuer sold, or	r does the issu	uer intend to				-	under ULOE			Yes N	o <u>X</u>
2. W	What is the minimum investment that will be accepted from any individual?											
3. D	oes the offering peri	mit joint own	ership of a si	ngle unit?	••••	***************************************					Yes N	o <u>X</u>
so re	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.											
Full Na	ame (Last name first	t, if individua	1)								····	
Busine	ss or Residence Ado	dress (Numbe	r and Street,	City, State,	Zip Code)							14.14.14.14.14.14.14.14.14.14.14.14.14.1
Name	of Associated Broke	er or Dealer										
	in Which Person Lis								mni v			
(Check	"All States" or che	ck indiviđual	States)			•••••					••••••	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full Na	ame (Last name first	t, if individua	I)	·								
Busine	ss or Residence Ado	dress (Numbe	er and Street,	City, State,	, Zip Code)							4
Name	of Associated Broke	er or Dealer										
States	in Which Person Lis	sted Has Solid	cited or Inten	ds to Solici	t Purchasers	 ,			<u></u>			<u> </u>
(Check	"All States" or che	ck individual	States)			•••••		***************************************				All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]	[SC] ame (Last name first	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
							. <u> </u>					
Busine	ss or Residence Add	dress (Numbe	er and Street,	City, State	, Zip Code)							
Name	of Associated Broke	er or Dealer										· · · · · · · · · · · · · · · · · · ·
States	in Which Person Lis	sted Has Solid	cited or Inten	ds to Solici	t Purchasers	3						
(Check	"All States" or che	ck individual	States)								•••••	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$	\$
	Common Preferred		
	Convertible Securities (including warrants)	\$ 50,000.00	\$50,000.00
	Partnership Interests	\$ \$	\$
	Other (Specify)	\$	\$
	Total	\$50,000.00	\$ 50,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.	Φ	50,000.00
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number	Aggregate
		Investors	Dollar Amount of Purchases
	Accredited Investors	2	\$50,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
		Type of	Dollar Amount
		Security	Sold
	Type of Offering		
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		
	Legal Fees	X	
	Accounting Fees		\$
	Engineering Fees	` [\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (Identify)		

C. OFFERING PRICE, NUMBER OF I	NVESTORS, EXPENSES AND USE OF PROCEED	OS .
 Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted 		
5. Indicate below the amount of the adjusted gross proceeds to the issuer use If the amount for any purpose is not known, furnish an estimate and opayments listed must equal the adjusted gross proceeds to the issuer set for	theck the box to the left of the estimate. The total of orth in response to Part C - Question 4.b above. Payment to Office	f the rs, Payment To
Salaries and fees	Directors, & Affilia	
Purchase of real estate	_ \$	
Purchase, rental or leasing and installation of machinery and equipment		
Construction or leasing of plant buildings and facilities		
Acquisition of other businesses (including the value of securities involved in	 V	s
in exchange for the assets or securities of another issuer pursuant to a merger)		\$
Repayment of indebtedness		\$
Working capital	\$	\$ 45,000.00
Other (specify):	□ s	s
Column Totals		
Total Payments Listed (column totals added)		45,000.00
	_ • -	
D. FED	ERAL SIGNATURE	
The issuer had duly caused this notice to be signed by the undersigned duly an undertaking by the issuer to furnish to the U.S. Securities and Exchange C non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is filed under Rule 50	
Issuer (Print or Type)	Signature	Date
Allux Medical, Inc.	Janua /8 -	September 6, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Laura A. Berezin	Secretary	•

ATTENTION
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE S	BIGNATURE	***			
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqua	ilification provisions of such rule?	Yes	No 🗷		
	See Appendix, Colum	n 5, for state response.				
2.	The undersigned issuer hereby undertakes to furnish to the state administrator such times as required by state law.	of any state in which the notice is filed, a notice on Form D) (17 CFR 239.	500) at		
3.	The undersigned issuer hereby undertakes to furnish to any state administrators	, upon written request, information furnished by the issuer to o	fferees.			
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.					
Th	e issuer has read this notification and knows the contents to be true and has du	ly caused this notice to be signed on its behalf by the unders	signed duly aut	horized		
per	son.					
Iss	uer (Print or Type)	gnature	Date			
All	ux Medical, Inc.	Jama 18	September 6,	2005		
Na	me (Print or Type)	itle (Print or Type)				

Secretary

Instruction.

Laura A. Berezin

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.